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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Tian Lun Gas Holdings Limited (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**天伦燃气**  
**TIANLUN GAS**

**China Tian Lun Gas Holdings Limited**

**中國天倫燃氣控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 01600)**

- (1) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES**
- (2) RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING  
DIRECTORS**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held on 15 May 2020 (Friday) at 10:00 a.m. at the Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

14 April 2020

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## DEFINITIONS

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“AGM”	the annual general meeting of the Company to be held on 15 May 2020 (Friday) at 10:00 a.m. at the Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 of this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“close associates”	has the same meaning as defined in the Listing Rules;
“Company”	China Tian Lun Gas Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no.4 in the AGM Notice;
“Latest Practicable Date”	8 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

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## DEFINITIONS

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“Ms. Sun”	Ms. Sun Yanxi (孫燕熙女士), the spouse of Mr. Zhang Yingcen, who is an executive Director and a controlling Shareholder (as defined by the Listing Rules) of the Company;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no.5 in the AGM Notice;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“USD”	United States dollar, the lawful currency of the USA;
“%”	per cent.

*If there is any inconsistency between the Chinese names of PRC companies, entities, departments, facilities or titles mentioned in this circular and their English translation, the Chinese version shall prevail.*

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LETTER FROM THE BOARD

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天倫燃气  
TIANLUN GAS

**China Tian Lun Gas Holdings Limited**

**中國天倫燃氣控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 01600)**

**Board of Directors**

*Executive Directors:*

Mr. Zhang Yingcen (*Chairman*)  
Mr. Xian Zhenyuan (*Chief Executive*)  
Mr. Liu Min (*General Manager*)  
Ms. Li Tao

*Independent non-executive Directors:*

Mr. Liu Jin  
Mr. Li Liuqing  
Mr. Yeung Yui Yuen Michael  
Ms. Zhao Jun

*Registered Office:*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit 1603, 16th Floor  
100 Queen's Road Central  
Central  
Hong Kong

14 April 2020

*To the Shareholders*

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES  
(2) RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF RETIRING DIRECTORS  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you notice of the AGM.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE AND REPURCHASE MANDATE

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 23 May 2019. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 999,615,108 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 199,923,021 Shares, representing 20% of the aggregate number of the issued Shares as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 112 of the Article of Association, Mr. Liu Min and in accordance with Article 108 of the Articles of Association, Mr. Yeung Yui Yuen Michael, Mr. Liu Jin and Ms. Zhao Jun will retire from their office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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On 31 March 2020, the nomination committee of the Company, after having reviewed the profiles and the contributions of the retiring independent non-executive Directors, Mr. Yeung Yui Yuen Michael, Mr. Liu Jin and Ms. Zhao Jun, who have offered themselves for re-appointment at the AGM, reported to the Board on proposing the re-election of Mr. Yeung Yui Yuen Michael, Mr. Liu Jin and Ms. Zhao Jun as independent non-executive Directors at the AGM.

In proposing each of Mr. Yeung Yui Yuen Michael, Mr. Liu Jin and Ms. Zhao Jun to stand for re-election as an independent non-executive Director at the AGM, the Board has considered the respective contributions of Mr. Yeung Yui Yuen Michael, Mr. Liu Jin and Ms. Zhao Jun to the Board and their commitment to their roles and (a) Mr. Yeung Yui Yuen Michael is experienced in the development and growth of fast-moving consumer products and is a fellow member of the Hong Kong Institute of Directors; (b) Mr. Liu Jin has extensive experience in research on capital markets, financial accounting and equity investment and is an internationally renowned expert in the field of equity investment and securities analysis; and (c) Ms. Zhao Jun is experienced in human resources management.

The Board considered that in view of their different educational backgrounds and professional knowledge and experience as mentioned above and set out in Appendix II to this circular, Mr. Yeung Yui Yuen Michael, Mr. Liu Jin and Ms. Zhao Jun, as independent non-executive Directors, will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity (in particular in terms of skills) of the Board.

Pursuant to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Ms. Zhao Jun has served the Company for more than nine years. As an independent non-executive Director with extensive experience and knowledge and in-depth understanding of the Company's operations and business, Ms. Zhao Jun has expressed objective views and given independent guidance to the Company over the past years. She continues demonstrating a firm commitment to her role. The nomination committee of the Company and the Board considered that her long service would not affect her exercise of independent judgment and was satisfied that Ms. Zhao Jun has the required integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Ms. Zhao Jun to be independent.

The Board also assessed and reviewed the annual confirmations of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of each of Mr. Yeung Yui Yuen Michael, Mr. Liu Jin and Ms. Zhao Jun, and was satisfied with their independence.

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## LETTER FROM THE BOARD

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### NOMINATION FOR ELECTION OF DIRECTORS

Article 113 of the Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting, which should last at least seven (7) days.

If a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, he should serve at the principal place of business in Hong Kong of the Company at Room 1603, 16/F, 100 Queen's Road Central, Central, Hong Kong or at the Company's branch share registrar in Hong Kong at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong within the period from 16 April 2020 (Thursday) to 22 April 2020 (Wednesday), both days inclusive, (i) his/her/its written nomination of the candidate, (ii) written confirmation from such nominated candidate of his/her/its willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

### AGM

A notice convening the AGM to be held on 15 May 2020 (Friday) at 10:00 a.m. at the Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein. Under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll.

You will find a enclosed form of proxy for use at the AGM herein. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong , Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

By order of the Board  
**China Tian Lun Gas Holdings Limited**  
**Zhang Yingcen**  
*Chairman*

*This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors in the AGM.*

## **1. LISTING RULES IN RELATION TO REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **2. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will only be made out of funds which are legally available for the purpose in accordance with the memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles of Association and subject to the laws of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the laws of the Cayman Islands, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2019 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

**3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general mandate from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

**4. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 999,615,108 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 99,961,510 Shares, being 10% of the issued share capital of the Company.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and the Articles of Association.

**6. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the interest of the Shareholder(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the controlling Shareholders are (i) Tian Lun Group Limited (“**Tian Lun Group**”) which owns 471,171,300 Shares (representing approximately 47.13% of the issued share capital of the Company); (ii) Mr. Zhang Yingcen (“**Mr. Zhang**”), who owns 60% of the issued share capital of Gold Shine Development Limited (“**Gold Shine**”) which in turn holds the entire issued share capital of Tian Lun Group; and (iii) Gold Shine, which holds the entire issued share capital of Tian Lun Group. Therefore, Mr. Zhang and Gold Shine are deemed or taken to be interested in all the Shares held by Tian Lun Group for the purposes of the SFO. Mr. Zhang beneficially owns all shares in issue of Chequers Development Limited, which in turn owns 63,728,000 Shares. Therefore, Mr. Zhang is also deemed or taken to be interested in all the Shares held by Chequers Development Limited for the purposes of the SFO. Ms. Sun holds 5,722,500 Shares through her individual security account, and therefore Mr. Zhang is deemed or taken to be interested in all the Shares in which Ms. Sun is interested for the purpose of the SFO.

In the event that the Repurchase Mandate was exercised in full, the interest of Tian Lun Group and Gold Shine would be increased from approximately 47.13% to approximately 52.37% and the total interests of Mr. Zhang would be increased from approximately 54.08% to approximately 60.09%. On the basis of the aforesaid increase of shareholding held by Tian Lun Group and Gold Shine, Tian Lun Group and Gold Shine may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. The Directors do not intend to exercise the power to repurchase the Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in the public shareholding being less than the minimum public float requirement of 25% of the total issued share capital of the Company.

## **7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell the Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell the Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of the Shares.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices of the Shares at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date were as follows:

	Price Per Share	
	Lowest <i>HK\$</i>	Highest <i>HK\$</i>
<b>2019</b>		
April	7.91	9.50
May	7.12	8.59
June	7.83	9.31
July	8.50	9.55
August	7.48	9.88
September	7.41	8.34
October	6.92	7.57
November	6.60	7.84
December	6.83	7.59
<b>2020</b>		
January	6.48	7.11
February	6.35	7.15
March	4.74	6.76
April (up to the Latest Practicable Date)	5.09	5.89

*The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:*

### **Executive Directors**

**Mr. Liu Min**, aged 46, obtained a bachelor's degree in Economics from Renmin University of China (中國人民大學), was appointed as an executive Director and the general manager of the Company on 17 June 2019. Mr. Liu has years of experience in clean energy industry, financial management, investment and financing management, asset acquisition, project development, product marketing and business operations. Mr. Liu has served as the vice president of the New Energy Chamber of the National Federation of Industry and Commerce (全國工商業聯合會新能源商會) and the vice chairman of the 7th Hainan Provincial Federation of Industry and Commerce (海南省工商業聯合會). Prior to joining our Group, Mr. Liu has served as the finance manager and the general manager assistant of Beijing Daxing Urban Construction Group (Qihong Industrial Corporation)(北京大興城建開發集團啟鴻實業總公司) from July 1995 to April 1999, the assistant president, chief financial officer, the rotating president and the executive president of Hanergy Holding Group Limited (漢能控股集團), the chairman of Hanergy Yunnan Wulang River Basin Hydropower Development Limited (漢能雲南五郎河流域水電開發有限公司), the chairman of Nanfang Center of Hanergy Solar Power Manufacturing Industry Group (漢能光伏製造產業集團南方中心), the chairman of Hanergy Corporation in the America region (漢能美洲區域公司), the chief executive officer and the chairman of Hanergy Global Solar Power and Applications Group (漢能全球光伏應用集團), the executive director and deputy chairman of Hanergy Thin Film Power Group Limited (漢能薄膜發電集團有限公司), formerly known as Hanergy Solar Group Limited (漢能太陽能集團有限公司), the shares of which were listed on the Stock Exchange (stock code: 00566), from May 1999 to September 2015.

Save as disclosed above, Mr. Liu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Liu does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Mr. Liu has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Liu has entered into a director's service agreement with the Company for an initial term of three years, which may be terminated by either party thereto by giving to the other not less than one month's prior written notice. Mr. Liu is entitled to receive a director's remuneration of RMB600,000 per annum which was determined with reference to the prevailing market practice, the Company's remuneration policy, and his duties and responsibilities with the Group. Mr. Liu is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

**Independent non-executive Directors**

**Mr. Yeung Yui Yuen Michael**, aged 65, is an independent non-executive Director. Mr. Yeung is experienced in the development and growth of fast-moving consumer products (gum, chocolate, and confections) in emerging markets, and was the president of Wrigley Asia Pacific Ltd.. He worked in R.J Reynolds Tobacco Co. Ltd., SC Johnson Co. Ltd., and Hong Kong TVB Co. Ltd.. Mr. Yeung is a fellow member of the Hong Kong Institute of Directors and a council member of the Gerson Lehman Group (Asia) Ltd.. Mr. Yeung obtained a bachelor's degree in Business Administration and Commerce (Distinction) from the University of Alberta, Canada in 1977.

Save as disclosed above, Mr. Yeung has not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group.

Mr. Yeung does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Mr. Yeung has no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Yeung has entered into a director's service agreement with the Company for an initial term of three years, effective from 1 September 2018, which may be terminated by either party thereto by giving to the other not less than three months' prior written notice. Mr. Yeung is entitled to receive a director's remuneration of USD20,000 per annum which was determined with reference to the applicable market practice, the Company's remuneration policy, and his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the purposed appointment above that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Liu Jin**, aged 50, was appointed as an independent non-executive Director on 28 May 2018. Mr. Liu served as an assistant professor from July 1999 to July 2006 and an associate professor with tenure from July 2006 to July 2008 at Anderson School of Management of the University of California, Los Angeles. He also served as an Economics Instructor at the Department of Economics at Columbia University in 1998. He obtained a doctoral degree in Business Administration from Columbia Business School in 1999. Mr. Liu is currently the vice president and a professor of Accounting and Finance of Cheung Kong Graduate School of Business. Mr. Liu has extensive experience in research on capital markets, financial accounting and equity investment and is an internationally renowned expert in the field of equity investment and securities analysis. Mr. Liu's research has international influence and has been one of the authors whose research achievements are most widely quoted in international literatures among Chinese social science scholars in the past decade. He is a long-term reviewer and editorial board member of various international first-level academic journals. Mr. Liu has received the Outstanding Research Award from Cheung Kong Graduate School of Business, the Eric and "E" Juline Faculty Excellence in Research Award, and the Barclays Global Investors Best Paper Award.

Mr. Liu has been an independent director of Qinchuan Machine Tool & Tool Group Share Co., Ltd. (秦川機床工具集團股份公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000837.SZ) from November 2014 to present, and an independent director of Yunnan Baiyao Group Co., Ltd. (雲南白藥集團股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000538.SZ) from March 2016 to August 2019. Mr. Liu has been an independent director of UBS (China) Limited (瑞士銀行(中國)有限公司) from November 2012 to present.

Save as disclosed above, Mr. Liu has not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group.

Mr. Liu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Liu has no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Liu has entered into a director's service agreement with the Company for an initial term of three years, effective from 28 May 2018, which may be terminated by either party thereto by giving to the other not less than three months' prior written notice. Mr. Liu is entitled to receive a director's remuneration of RMB132,000 per annum which was determined with reference to the applicable market practice, the Company's remuneration policy, and his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the purposed appointment above that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.



**Ms. Zhao Jun**, aged 57, is an independent non-executive Director. Ms. Zhao worked in the Post Office of Zhengzhou City and Postal Transportation Bureau of Henan Province and served as a Senior Lecturer, Education Officer and Occupational Testing Officer successively. Ms. Zhao had been the human resources director of Shanghai Shibang Machinery Co., Ltd. Beijing Office. She is currently a supervisor of Beijing Kelushi Heavy Industrial Technology Co., Ltd.. Ms. Zhao obtained a bachelor's degree majoring in Agricultural Machinery Repair from Agricultural Machinery Department of Henan Agricultural University in the PRC in 1984.

Save as disclosed above, Ms. Zhao has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Zhao does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and she has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Zhao has entered into a director's service agreement with the Company for an initial term of three years, effective from 10 November 2018, which may be terminated by either party thereto by giving to the other not less than three months' prior written notice. Ms. Zhao is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to the applicable market practice, the Company's remuneration policy, and her duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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**天伦燃气**  
**TIANLUN GAS**

**China Tian Lun Gas Holdings Limited**

**中國天倫燃氣控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 01600)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of China Tian Lun Gas Holdings Limited (the “**Company**”) will be held 15 May 2020 (Friday) at 10:00 a.m. at the Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the People’s Republic of China for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors (the “**Director(s)**”) and auditors of the Company and its subsidiaries for the year ended 31 December 2019.
2. To declare a final dividend for the year ended 31 December 2019 of RMB12.00 cents per share.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of Directors (the “**Board**”) to fix their remuneration.
4.
  - (a) To re-elect Mr. Liu Min as an executive Director.
  - (b) To re-elect Mr. Yeung Yui Yuen Michael as an independent non-executive Director.
  - (c) To re-elect Mr. Liu Jin as an independent non-executive Director.
  - (d) To re-elect Ms. Zhao Jun as an independent non-executive Director.
  - (e) To authorise the Board be to fix the remuneration of the Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. “**THAT**:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “THAT conditional upon the passing of resolutions No.4 and No.5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution No.4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No.5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution.”

By order of the Board  
**China Tian Lun Gas Holdings Limited**  
**Zhang Yingcen**  
*Chairman*

Hong Kong, 14 April 2020

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.
8. The transfer books and Register of Members of the Company will be closed from 8 May 2020 (Friday) to 15 May 2020 (Friday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 7 May 2020 (Thursday).
9. Details of the retiring directors proposed to be re-elected as directors of the Company at the Meeting are set out in Appendix II to this circular.
10. A form of proxy for use at the Meeting is enclosed.